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November 30, 1993

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DEC 1 1993 - 11 45 PM

Honorable Sidney L. Strickland, Jr. INTERSTATE COMMERCE COMMISSION
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Strickland:

I have enclosed an original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is an Instrument of Satisfaction and Release, dated as of September 17, 1993, a secondary document. The primary document to which this document is connected is recorded under Recordation No. 8409. We request that the Instrument of Satisfaction and Release be recorded under Recordation No. 8409-E.

The name and address of the party to the Instrument of Satisfaction and Release is as follows:

Lessee:

Chicago and North Western Transportation Company
One North Western Center
Chicago, IL 60606

A description of the equipment covered by the Instrument of Satisfaction and Release consists of 14 GP15-1 locomotives numbered CNW 4411-4424, inclusive.

A fee of \$18.00 is enclosed. Please return the original to:

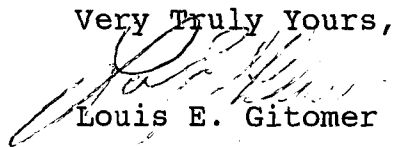
Louis E. Gitomer
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919 18th Street, N.W.
Washington, DC 20006

LICENSING DIVISION

Honorable Sidney L. Strickland, Jr.
November 30, 1993
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A short summary of the document to appear in the index follows: an Instrument of Satisfaction and Release, by Chicago and North Western Transportation Company, One North Western Center, Chicago, IL 60606, covering 14 GP15-1 locomotives numbered CNW 4411-4424, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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INTERSTATE COMMERCE COMMISSION

INSTRUMENT OF SATISFACTION AND RELEASE dated as of September 17, 1993, by the Chicago and North Western Transportation Company ("CNW").

W I T N E S S E T H:

WHEREAS, by a Lease of Railroad Equipment dated as of June 15, 1976 ("the Lease"), between CNW, as Lessee and GMAC Leasing Corporation ("GMAC"), as Lessor, CNW agreed to lease locomotives bearing CNW road numbers 4411 through 4424 inclusive (the "Locomotives"); and

WHEREAS, on July 14, 1976, the Lease was filed and recorded at the Interstate Commerce Commission in Recordation Number 8409-B; and

WHEREAS, CNW desires to execute this instrument to evidence for the public record the satisfaction and release of all of its rights and obligations under the Lease with respect to the Locomotives.

NOW, THEREFORE, in consideration of the premises:

CNW does hereby acknowledge and confirm for the public record the satisfaction and release of all of its rights and obligations arising under the Lease with respect to the Locomotives. CNW does hereby acknowledge and agree that all of the monetary obligations of GMAC under the Lease have been fully discharged and satisfied and CNW does hereby release all of its rights and interest in the Locomotives and the Lease.

IN WITNESS WHEREOF, the CNW has executed or caused this Instrument to be executed as of the date first above written.

CHICAGO AND NORTH WESTERN TRANSPORTATION
COMPANY

By:

Its:

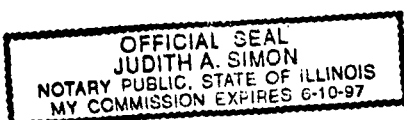
J. E. VOLDSETH
VICE-PRESIDENT FINANCE

[illegible]

On this 17th day of September, 1993, before me personally appeared John C. Volz, to me personally known, who, being by me duly sworn, says that he is Vice President - Finance of the Chicago and North Western Transportation Company, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

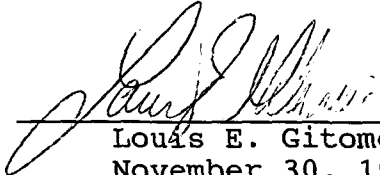
Notary Public

My Commission expires:



CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Instrument of Satisfaction and Release, dated as of September 17, 1993, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
November 30, 1993